



STERIS S.p.A.

CODE OF ETHICS

relative to the

ORGANISATION, MANAGEMENT AND CONTROL MODEL

PURSUANT TO L.D. 231/2001

Approved date 15th January 2019

A handwritten signature in black ink, appearing to read "A. E. A. K.", positioned below the approval date.

INTRODUCTION

STERIS S.p.A. (hereinafter, also referred to as "**STERIS** " or "Company") is an Italian company with registered offices in Trezzo sull'Adda (MI) via E. Alessandrini 16 and headquarters in Trescore Balneario (BG), via Volta n. 20.

Formerly called Bioster S.p.A., the Company was acquired by the Synergy Health Group, which in turn was acquired by the US group STERIS, world leader in sterilisation.

STERIS' corporate purpose consists in the sterilisation of medicinal, pharmaceutical and paramedical products, cosmetics and similar materials for the treatment of food and similar products, carrying out analyses and controls and selling related equipment.

STERIS carries out its activities in full compliance with ethics in its various forms and, to this end, it has adopted a Group level Code of Business Conduct which is an integral part of the Model and indicates the general principles and behavioural standards the Company recognizes to have positive ethical value.

STERIS has also adopted its own Italian level Code of Ethics, also an integral part of the Company Model, in line not only with the provisions established at Group level, but also with the relevant legislation and best practices.

Regarding best practices, this document adapts the contents of the Code of Ethics created by Assobiomedica Trade Association to the Company's specific features, in addition to transposing Confindustria's guidelines.

Pursuant to the Decree, the Code of Ethics is one of the fundamental protocols for constructing a valid Model and preventing the predicate offences the Decree indicates.

This Code consists of three parts:

- i) part one indicates the Recipients of the Code;
- ii) part two indicates the general ethical principles of the Company's values;
- iii) part three indicates the behavioural standards of the Recipients.

I. RECIPIENTS

This Code is binding on the following:

1. all directors (hereinafter, referred to as **"Directors"**) and any person qualifying as **Senior**, namely, *"holding representative, administrative or managerial functions in the company or a financially and functionally independent organisational unit thereof"*, as well as persons who *"manage and control at whichever level"* the company;
2. all employees, including executives (hereafter, referred to jointly as **"Personnel"**), with no exception and regardless of contract type;
3. as well as all who, although external to the Company, operate, directly or indirectly, for STERIS and/or promote its products (e.g. auditors, procurators, agents, collaborators in any capacity, consultants, suppliers, business partners and distributors, indicated below as **"Third Party Recipients"**)

The parties listed in the paragraph above will be defined below as either **"Recipients"** or **"Recipient"**.

Therefore, all Recipients are required to observe the principles contained in the Code of Ethics as well as have others observe them as far as their competence allows them. The Code also applies to Company business carried out abroad. Under no circumstances does claiming to act in STERIS' interest justify behaviours contrary to those stated in this document.

Pursuant to and for the purposes of the provisions of Article 2104 and following of the Italian Civil Code, Company employees should consider complying with the rules of the Code as an essential part of their contractual obligations.

Violating the rules of the Code of Ethics damages the relationship of trust established with the Company and can lead to disciplinary actions and reimbursement for the damage, without prejudice to employee compliance with the procedures set forth in Article 7 of Law 300 of 20 May 1970 (Statute of Workers), collective labour agreements and any company regulations adopted by STERIS.

The Company shall not conclude and/or continue any relationship with a Third Party Recipient that makes no commitment to comply with the rules of this Code of Ethics. To this end, specific clauses are provided in letters of appointment and negotiating agreements confirming the Third Party Recipient obligation to fully comply with this Code and issuing a warning to strictly comply with the Model, or applying penalties or terminating contractual relationships in case of violation.

As for contractual relationships predating the Code of Ethics entering into force, the Company has Third Party Recipients sign a special supplementary agreement with the aforementioned content.

Let it be understood that if the Third Recipient has in turn adopted a Code of Ethics with content similar to the STERIS one, the contractual relationship can be concluded between the parties.

II. ETHICAL PRINCIPLES

The ethical principles listed below are the values by which Recipients should abide in carrying out their business activities.

In no case does being convinced of acting for STERIS' benefit justify behaviours in contrast with the principles of this Code, whose primary and absolute value should be recognized.

II.1. Complying with the laws and general regulations applicable to the Company's activities

It is an essential principle for STERIS to fully comply with laws, regulations and current regulations in all the countries where it does business or maintains relationships. Under no circumstances is it permissible to pursue or implement Company interests outside the law.

STERIS adheres to the ethical and deontological principles set forth in this Code, as well as the relevant regulations and best practices.

II.2. Correctness and conflict of interest

Recipients should avoid conflict of interest situations, namely, when the pursuit of their interests creates a conflict with the Company's own. Recipients should not carry out activities that may interfere with making impartial decisions in the Company's best interest and in full compliance with the provisions of this Code.

Recipients should not have financial interests in a supplier, competing company or Customer and should not carry out work activities that could lead to the occurrence of a conflict of interests.

Recipients should be aware of the ethical meaning of their actions and not pursue personal or business profit in violation of applicable laws and the rules of this Code.

If a director has an interest in a given Company operation, for himself or a third party, he should comply with the Italian Civil Code and inform the other directors and board of statutory auditors about the situation; he should also refrain from carrying out the operation and have the board of directors do it.

All Recipients should act impartially.

II.3. Accounting transparency, financial statements and other corporate documents

The Company should provide truthful, accurate and complete information on both the inside and the outside.

Therefore, every operation and transaction should be properly recorded, authorized, verifiable, legitimate, coherent and consistent.

It is necessary to have adequate documentation support for each operation in order to carry out checks on their features and reasons and the people who authorized, carried out, recorded and verified them.

The Company shall endeavour to establish a reliable administrative-accounting system to ensure that its management records are correctly and truthfully accounted for.

All operations and related accounting documentation are inspired by the following principles:

- maximum management correctness;
- complete and transparent information;
- substantive and formal legitimacy;
- clear and truthful accounting records according to current regulations.

The Company shall demand that all budget entries comply with all applicable budget creation and evaluation standards. The Company thus shall prevent the creation of false, incomplete or misleading records and ensures that no secret funds are established or not recorded or deposited in personal accounts or invoices issued for non-existent transactions.

Company payments should be exclusively commensurate with the service and procedures indicated in the contract and cannot be made to a person other than the contractual counterpart.

Using corporate funds for illegal or improper purposes is strictly prohibited. No payments will be carried out for any reason whatsoever that are not based on appropriately authorized company transactions, nor illegal forms of remuneration.

II. 4. Protecting share capital and creditors

STERIS' ethical conduct also focuses on complying with behaviour principles intended to guarantee share capital integrity, protect creditors and third-party partners and ensure its economic and financial transparency and correctness. Therefore, STERIS intends to guarantee the dissemination and observance of rules of conduct to safeguard the aforementioned values, also in order to prevent the corporate crimes referred to in L.D. 231/2001.

II.5. Spirit of service and managing company assets/data

Within the limits of their competences and responsibilities, recipients should direct their conduct toward the pursuit of the company mission to provide service of high social value and usefulness, so that the community will benefit from the best quality standards.

Recipients should guarantee the custody and safeguarding of corporate resources and assets as well as the conscious management of their own assets and capital.

STERIS personnel and others who carry out activities in its interest shall commit to absolute confidentiality with regard to data, news and information of which they come in possession, avoiding their dissemination or use for their own or third parties' speculative purposes, including after employment termination.

II.6. Fair competition

STERIS undertakes to carry out its business in compliance with fair competition principles and transparency towards market operators and not unduly damage the image of competitors and their products.

The Company and Recipients shall refrain from seeking illicit agreements for price control, market allocation and any other action that would create illicit advantage conditions or deform free market rules.

II.7. Respecting human resources

Human resources are a fundamental and essential business development factor.

STERIS enhances and increases its human resources' wealth of knowledge, experience, intelligence and culture, thereby contributing to their professional growth and well-being.

Specific and institutional refresher courses are provided for professional growth.

STERIS undertakes not to favour clientelism and nepotism.

Personnel are hired solely on the basis of regular employment contracts; illegal work is not tolerated. New hires should be informed of all the characteristics relevant to the employment relationship.

II.8. Responsibilities towards the community and environmental protection

The Company shall consider the needs of the community where it carries out its activities.

It undertakes to safeguard the environment and contribute to sustainable local development, including by using the best available technologies, constantly monitoring company processes and identifying industrial solutions with lower environmental impact.

All STERIS activities should comply with environmental regulations. Seeking advantages for the Company is never justified if it may lead to the fraudulent or negligent violation of environmental regulations.

Personnel on duty should always consider the need to protect the environment over any economic concern.

II.9. Relations with local authorities and public institutions and repudiation of corruption

In their relations with public institutions and the Public Administration in general, Recipients should behave according to correctness, transparency and traceability. Said relations are exclusively reserved for the competent functions and positions, in compliance with current legislation and company procedures.

Consultants or third-party representatives who may be used by STERIS in its relations with the Public Administration shall be required to comply with Personnel directives. If there are conflicts of interest, even potential ones, the Company should not be represented by a consultant or third party in its relations with the Public Administration.

STERIS prohibits Recipients from accepting, offering or promising - even indirectly - money, gifts, goods, services or favours through their relations with Public Officials in order to influence their decisions and obtain more favourable treatments or undue services or for any other purpose, including carrying out their official duties.

The following actions should not be (directly or indirectly) undertaken in business negotiations, requests or relations with the Public Administration:

- a) considering or proposing employment and/or commercial opportunities that can personally benefit Public Administration employees; hiring former Public Administration employees (or their close relatives) who personally and actively participated in business negotiations and tenders or backed company requests made to the Public Administration, in the year following their conclusion or definition;
- b) soliciting or obtaining confidential information that may compromise the integrity or reputation of one or both parties.
- c) offering or in any way providing expensive gifts that are not of modest value (meaning those in use, based on the circumstances and however respecting following binding conditions:
 - 1. maximum total value less than or equal to € 150 / year / person;
 - 2. STERIS branded;
 - 3. compliant to internal authorization procedures)

so as not to compromise in any way the parties' integrity and independence. It is understood that, prior to the donation of any gift, a preliminary check is necessary on the internal rules of the Public Administration structure (Anti-Corruption Plan and Code of Conduct of the Public Employee), to ascertain that the receipt of gifts by the public employee is allowed and there are no bans.

- d) grant and / or accept goods from third parties even in cash.

If linked to the aforementioned relations, any requests or offers of money, gifts (with the exception of those of modest value) and favours of any kind forwarded or received by Personnel and third parties who carry out activities in STERIS' interest should be promptly brought to the attention of one's superior and the Supervisory Body.

In the case of Public Authority investigations, inspections or requests, Personnel and third parties who carry out activities in STERIS' interest are required to provide due collaboration.

The aforementioned actions must not be undertaken even in the business negotiation, request or commercial relationship between Private Companies, in order to prevent the crime of private-to-private corruption pursuant to art. 2635 Civil Code and the crime of instigating corruption pursuant to art. 2635-bis Civil Code provided for in the corporate offences referred to in art. 25 *ter* of Legislative Decree. 231/2001.

II.10. Relations with associations, trade unions and political parties

STERIS does not directly or indirectly finance political parties, movements, committees nor political and trade union organisations, nor their representatives or candidates.

Furthermore, the Company does not finance associations, nor does it sponsor political events or congresses.

STERIS may provide financial support to individuals with social, moral, scientific and cultural goals.

II.11. Relations with international operators

STERIS guarantees that all its international relations, including of a commercial nature, are carried out in full compliance with the laws and regulations in force, to avoid the risk of committing specific types of transnational crimes. STERIS takes all necessary precautions to verify the reliability of the international operators with whom it holds relations.

II.12. Repudiation of all forms of terrorism

STERIS repudiates all forms of terrorism and intends to adopt appropriate measures to prevent the risk of getting involved in acts of terrorism.

To this end, the Company undertakes not to establish any relations of a working or commercial nature with natural or legal persons involved in terrorism, as well as not to finance or otherwise facilitate any of their activities.

II.13. Protecting the personality of the individual

STERIS recognises the need to protect individual freedom in all its forms and rejects any manifestation of violence, especially when aimed at limiting personal freedom, as well as any instance of worker exploitation, including child prostitution and pornography.

II.14. Protecting workplace health and safety

STERIS undertakes to guarantee workplace health and safety.

To this end, the Company shall take the most appropriate measures to avoid the risks connected with carrying out its business activities and, where this is not possible, for an adequate assessment of the existing risks, with the purpose of dealing with them directly at the source and eliminating them or, if this is not possible, managing them.

As part of its activities, STERIS undertakes to match people and jobs, including as far as conceiving positions and selecting work equipment and working/production methods, especially to mitigate monotonous and repetitive work and reduce its effects on health.

As regards workplace health and safety, STERIS also undertakes to do the following:

- a) take into account the degree of technical evolution;
- b) replace that which is dangerous with what is not dangerous or less dangerous;
- c) appropriately plan prevention aiming at a coherent set integrating technique, work organisation, working conditions, company relations and influence of work environment factors;
- d) prioritise collective protection measures over individual ones;
- e) give adequate instructions to Personnel.

STERIS uses these principles to identify and adopt workers' health and safety protection measures, including activities to prevent occupational, information and training risks and provide organisation and the necessary means.

II.15. Protecting transparency in commercial transactions

STERIS has maximum transparency in commercial transactions as its principle and provides the most appropriate instruments to combat money laundering and receiving stolen goods while undertaking to observe the anti-money laundering legislation (L.D. 231/2007 in particular).

Tasks assigned to third parties should be in writing, indicating the contents and economic conditions agreed.

In addition, it is necessary to make sure that payments are made regularly and that the person whose name is on the order is also the one who collects the related amounts.

It is necessary to make sure that the clauses of contractual agreements with Customers are written in a clear and concise manner, thereby ensuring that the condition of parity between the parties is maintained.

Compliance with the principles of correctness, transparency and good faith should be guaranteed in relations with all contractual counterparts, even if part of the same Group.

II. 16. Repudiation of criminal organisations

STERIS repudiates all forms of national and transnational criminal organisation (mafia-types in particular). The Company shall adopt all the appropriate measures to prevent the danger of its own or its employees' involvement in relations and activities with such organisations in any capacity and by any means, even through mere assistance and help.

To this end, the Company shall not establish any working, collaborative or commercial relationship with natural or legal persons directly or indirectly involved in criminal organisations or, in any case, bound by kinship and/or affinity to members of known criminal organisations; additionally, it shall not finance or, in any case, facilitate any activity involving such organisations.

II. 17. Protecting industrial and intellectual property rights

Full observance of the legislation should be guaranteed to protect trademarks, patents, distinguishing marks and copyrights.

The Company shall not allow the use of intellectual property with an altered or counterfeit distinguishing mark and prohibits the reproduction of computer programs and database contents as well as any kind of appropriation and dissemination of protected intellectual property, including revealing its contents before it is made public.

STERIS shall not allow the use of products with counterfeit trademarks or marks for any reason or purpose, nor the manufacture or marketing of or any other activity concerning products already patented by third parties over which it does not hold any rights.

II.18. Collaborating with Authorities in case of investigations

STERIS recognises the value of the judicial and administrative function and pursues the objective of maximum integrity and fairness in relations with the competent Authorities.

STERIS undertakes to cooperate, using correctness and transparency, with domestic and foreign Authorities who may request information or investigate relations between the Company and international operators.

It is forbidden to engage in any behaviour that could interfere with the investigations of the competent Authorities, especially hindering the truth-seeking process, including by inducing people called by the judicial Authority to make false or no statements. The Company undertakes to adopt all the necessary measures to provide the collaboration requested by the Authorities, within the limits of and in compliance with current regulations.

II.19. Protecting Privacy and correct use of computer systems

Personal data acquisition, processing and storage complies with internal procedures and regulations in force, so as to avoid communicating or disclosing personal data without the interested party's consent.

The Company shall pursue the correct use of computerised and telematic services in compliance with current legislation, in order to guarantee the integrity and genuineness of the data processed and protect the Company's and third party interests, especially as regards public Authorities and Institutions.

To this end, STERIS shall adopt appropriate measures to ensure that computer and telematic data are accessed in full compliance with the regulations in force and the privacy of the people involved and guarantee the confidentiality of information processed by authorised personnel, thereby preventing undue intrusions.

The Company prohibits the following:

- abusively accessing IT or telematic systems protected by security measures;
- destroying, deteriorating, cancelling or altering information, data or computer programs belonging to others, the State or other public Body;
- producing false private/public computer documents with evidential value;
- installing equipment designed to intercept, prevent or interrupt IT or telematic or between-several-systems communications;
- purloining, reproducing, disseminating or abusively providing codes, keywords or other means to access a security protected computerised or telematic system.

II.20. Relations with private parties and repudiation of corruption

STERIS considers it a fundamental and essential value for relations with private parties (suppliers, competitors, Customers, consultants, business partners, etc.) to be characterised by the utmost fairness, integrity, correctness and good faith.

It is strictly forbidden for personnel to engage in any direct or indirect form of instigation, promise, bestowal and offer of money or other benefits of any kind to private parties (suppliers, Customers, agencies, business partners, consultants, etc.) or have them carry out official duties or fail to do so in violation of their professional and loyalty obligations, with the purpose of receiving an advantage of any kind for the company and/or themselves and/or third parties, regardless of whether said duties are indeed carried out.

By the same token, it is forbidden to accept money or other benefits, economic or otherwise, for the company and/or oneself and/or third parties if this is meant to influence the carrying out of one's official duties.

Gifts of modest value may be given/accepted in compliance with company procedures.

Customer and supplier relations should be characterised by the utmost correctness and transparency, in compliance with the laws and regulations in force, the Model and the Code of Ethics, in addition to internal procedures.

The rules of conduct indicated above are also valid for relations with international operators and should be respected as such.

The Company selects suppliers according to objective and transparent criteria. Said selections should take place on the basis of objective assessments of competitiveness, quality, technical conditions and prices and in compliance with current regulations and internal procedures.

Suppliers shall also be selected based on their ability to guarantee the following:

- complying with the Code of Ethics;
- implementing adequate corporate quality systems, where provided;
- having suitable organisational resources and structures;
- complying with labour regulations, including child and women labour, workers' health and safety and trade union/association and representation rights.

II.21. Quality of Services and Products

STERIS aims to satisfy and protect its Customers by welcoming requests that may help improve the quality of products and services.

For this reason, STERIS' research, development and marketing activities are geared for high quality standards of services and products.

II.22 External communications

External communications should be accurate, balanced, correct, objective, unambiguous, not misleading, documented and documentable. Information should be produced and disseminated in compliance with the relevant provisions.

II.23. Obligation to keep up to date

Personnel and third parties carrying out activities in STERIS' interest or concerning its products are required to maintain a high degree of professionalism at all times.

Moreover, Personnel are required to constantly keep up to date within their specific field of competence.

II.24. Correct administration of social management

Organizational Model STERIS Rev.01 – Code of Ethics

Among other things, members of the corporate bodies are required to:

- engage in conduct inspired by autonomy, independence and correctness with the company and all its business relations;
- guarantee assiduous and informed participation at meetings and in activities of the corporate bodies;
- make sure that the mission is shared along with a precise spirit of criticism to provide a significant personal contribution;
- assess situations of conflict of interest or incompatibility of functions, assignments or positions inside and outside STERIS while refraining from acting in conflict of interest situations concerning their activities;
- not hinder in any way the control activities carried out by the appointed bodies;
- keep confidential the information they come to know at work, avoiding using their position to obtain direct or indirect personal advantages;
- comply with Personnel rules of conduct as far as it is within their competence and limits of their responsibilities.

III. RULES OF CONDUCT

The rules of conduct to which Recipients should abide while carrying out their activities, including in their relations with healthcare professionals, operators and facilities are indicated below.

III.1. Principles and rules of conduct for Recipients

III.1.1. Donations

The Company may make donations (including financial contributions) for charitable or other philanthropic purposes, such as supporting truly independent medical research for the advancement of science and/or medical education, caring for the needy, patient education, public education and/or sponsoring charity events. Donations should go only to organisations and bodies that have the right to receive them in accordance with applicable laws and regulations. All donations should be adequately documented.

In any case, donations can be made in compliance with the limits and procedures defined by relevant best practices and the company.

In compliance with current legal provisions, scholarships should be assigned by means of transparent and objective candidate assessment procedures based on recognised scientific criteria.

III.1.2. Scientific consultations and assignments to public entities

STERIS can pay reasonable compensations to health professionals for providing services such as consultancy, presentations at organised or sponsored training courses and collaboration for the development and application of their products.

Pursuant to Article 53 of L.D. 165/2001, special attention should be paid in cases where compensation is paid to certain categories of public entities and after certain activities; this is subject to the exceptions of the aforementioned legislative provision, just like the necessity to inform the relevant Administration of the amount paid fifteen days from payment.

In accordance with relevant best practices, consultancy contracts should:

- be in writing and signed by the parties and specify all the services that should be provided;
- provide for reasonable compensation for Health Professionals based on and proportionate to the services actually provided, in compliance with tax and other applicable legal requirements.

In addition, where the Company enters into a contract with a Healthcare Professional to work as a research consultant, a research protocol should be drawn up, authorisations, permits and approvals should be obtained and the principle of maximum transparency towards the competent Administration should be followed at all times.

III.1.3. Participating in tenders

When participating in tenders, it is necessary to:

- act in compliance with the principles of correctness, transparency and good faith;
- evaluate during tender examination the adequacy and performability of the services requested;
- provide all requested data, information and news during the selection of participants and for tenders awarding purposes;
- entertain clear and correct relations with public officials, or employees in the case of private companies, avoiding any kind of conduct likely to jeopardise the freedom of judgment of the competent officials.

In case of a tender being awarded, Customer relations will require the following:

- ensuring contractual and commercial relations are conducted in a clear and correct manner;

- guaranteeing the diligent fulfilment of contractual obligations.

III.1.4. Scientific information

Any scientific information disclosed by the Company should be accurate, balanced, correct, objective, unambiguous, documented and documentable. Information should be produced and disseminated in compliance with the relevant provisions.

III.2. Reporting violations

Code Recipients who are aware of facts that they have reason to believe constitute a violation of its provisions should promptly report them to the Supervisory Body.

For what concerns the Model's typification of violations, including what pertains to the Code of Ethics, as well as the applicable penalties, charging of violations and imposing penalties, reference should be made to the disciplinary system adopted by the Company in accordance with the Decree (hereinafter, also referred to as 'Disciplinary System'), which is an integral part of the Model.

Reports to the Supervisory Body can also be made anonymously, either by email (at Organismo_vigilanza@steris.com) or by writing a letter to the following address: Organismo di Vigilanza, c/o STERIS S.p.A., via Volta n.20 24069 Trescore Balneario (BG).

In the course of the in-depth investigation of the reports, the Supervisory Body must protect the confidentiality of the reporting entity, except for the occurrence of any legal obligations.

